

EXHIBIT D

**PROMOTIONAL AND
ANCILLARY RIGHTS AGREEMENT**

THIS PROMOTIONAL AND ANCILLARY RIGHTS AGREEMENT (the “**Agreement**”) is made as of the date set forth below (the “**Effective Date**”) by and between **ZUFFA, LLC**, a Nevada limited liability company d/b/a Ultimate Fighting Championship® with offices at 2960 W. Sahara Avenue, Las Vegas, NV 89102 (“**ZUFFA**”) and Jon Fitch (“**Fighter**”).

ARTICLE XXV
CHOICE OF LAW/EXCLUSIVE JURISDICTION AND VENUE

25.1 This Agreement has been delivered at and shall be deemed to have been made at Las Vegas, Nevada, and shall be interpreted, and the rights and liabilities of the parties hereto determined, in accordance with the laws of the State of Nevada.

25.2 ZUFFA and Fighter hereby (a) expressly consent to the exclusive personal jurisdiction and venue of the state and federal courts located in Clark County, Nevada for any action brought by either party to interpret or enforce any provision of this Agreement and (b) agree not to assert (by way of motion, as a defense or otherwise) that such legal proceeding has been brought in an inconvenient forum. The undersigned, by execution and delivery of this Agreement, expressly and irrevocably consent to the service of any complaint, summons, notice or other process relating to any such action or proceeding by delivery thereof to such party by hand or by certified mail, delivered or addressed to the address set forth in this Agreement.

RESTRICTIONS ON FIGHTER'S ABILITY TO COMPETE. ALL COSTS ASSOCIATED WITH THE MEDICAL EXAMINATION AND TESTS SHALL BE PAID BY FIGHTER.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the dates set forth below, the later of which shall be the Effective Date of this Agreement.

ZUFFA, LLC

Signature: _____

Printed Name: Dana White

Title: President

Date: 12-31-12

FIGHTER

Signature: _____

Printed Name: Jon Fitch

Social Security No.: _____

Date: 12-20-12

Passport No.: _____

Passport Expiration Date: _____

APPROVED BY:

Signature: _____

Kirk D. Hendrick
Chief Legal Officer